

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

| |
|--|
| IN RE MERCK & CO., INC. SECURITIES, DERIVATIVE & "ERISA" LITIGATION |
| THIS DOCUMENT RELATES TO: THE CONSOLIDATED SECURITIES ACTION |

MDL No. 1658 (SRC)

Case No. 3:05-CV-01151-SRC-MAS

Case No. 3:05-CV-02367-SRC-MAS

STIPULATION AND [PROPOSED] SCHEDULING ORDER

WHEREAS, the parties in the above-entitled Consolidated Securities Action jointly submitted, pursuant to Federal Rule of Civil Procedure 26(f), a proposed discovery plan for fact and expert discovery, motion practice, and other deadlines relevant to this action;

WHEREAS, the Court held a conference on December 12, 2011, and directed the parties to submit a proposed scheduling order in light of the dates agreed to therein;

WHEREAS, the Court has reviewed the proposed scheduling order submitted by the parties;

IT IS HEREBY STIPULATED AND AGREED by and between the parties, through their undersigned counsel, AND SO ORDERED by the Court, as follows:

1. Initial Disclosures

The parties shall exchange initial disclosures, as required under Federal Rule of Civil Procedure 26(a)(1), no later than January 13, 2012. With respect to the initial disclosures provided by Rule 26(a)(1)(A)(ii), in light of the documents already produced in this case, the parties need not identify any documents already produced by Defendants.

2. Joinder of Additional Parties and Amendment of Pleadings

The deadline for joining additional parties to this action is January 13, 2012. Any further amendment of the pleadings shall require leave of the Court, which may be sought no later than December 13, 2012.

3. Fact Discovery

(a) Length of Fact Discovery Period. All fact discovery shall be completed by March 13, 2013.

(b) Fact Depositions. The parties have informed the Court that they anticipate seeking relief from the limitation of ten (10) depositions per side under Federal Rule of Civil Procedure 30(a)(2)(A)(i). The parties shall meet and confer, in good faith, to attempt to agree on the number and scope of depositions that will be conducted in this Action and to determine whether, and to what extent, prior Vioxx-related deposition testimony may be used in this Action.

(c) Interrogatories. Plaintiffs combined may serve up to fifty (50) interrogatories, including subparts, upon Defendants severally or combined, and Defendants combined may serve up to fifty (50) interrogatories, including subparts, upon Plaintiffs severally or combined. Contention interrogatories shall count as part of the fifty interrogatories per side limitation and no contention interrogatories need to be answered until thirty (30) days following the completion of all expert discovery.

4. Merits Expert Discovery and Disclosures

(a) Length of Merits Expert Discovery Period. All expert discovery relating to the merits (*i.e.*, expert discovery not related to proceedings on the motion for class certification referenced in paragraph 5, below) shall be completed by July 24, 2013, unless otherwise agreed to by the parties.

(b) Expert Reports. At 5:00 pm ET on March 13, 2013, Plaintiffs and Defendants shall exchange with one another the subject matters on which each intends to introduce expert testimony. Plaintiffs shall serve their expert reports no later than April 12, 2013. Defendants shall serve their expert reports, consisting of affirmative and/or responsive reports, no later than May 13, 2013. Plaintiffs shall serve any rebuttal reports limited to issues raised in Defendants' expert reports no later than June 3, 2013. Defendants shall serve any rebuttal reports limited to issues raised for the first time in Defendants' opening expert reports no later than June 24, 2013.

(c) Expert Depositions. Depositions of experts on the merits shall be completed no later than July 24, 2013, unless otherwise agreed to by the parties.

5. Motions

(a) Class Certification. Any motion for class certification and supporting papers shall be filed no later than April 10, 2012. Defendants shall serve any document requests based on the motion for class certification no later than April 24, 2012, and Plaintiffs shall respond to such requests, and produce any responsive documents and privilege log, no later than May 24, 2012. Any fact and expert depositions of proposed class representatives or Plaintiffs' expert(s) relevant to class certification shall be completed no later than July 13, 2012. Defendants will file any opposition to Plaintiffs' motion for class certification no later than August 13, 2012. Should Defendants offer the declaration of any expert in support of their opposition to Plaintiffs' motion for class certification, Plaintiffs may depose such expert(s) no later than September 7, 2012. Plaintiffs' reply to Defendants' opposition shall be filed no later than October 8, 2012, if Defendants offer any expert's declaration in opposing class certification, or no later than September 12, 2012, if no such expert's declaration is offered.

(b) Dispositive Motions. Any motion(s) for summary judgment (or other dispositive motions) shall be filed no later than September 9, 2013, any opposing papers shall be filed no

later than November 11, 2013, and any reply papers shall be filed no later than December 13, 2013.

6. Settlement Conference

The parties shall participate in a settlement conference no later than January 7, 2013.

7. Status Conferences

The parties shall participate in periodic telephonic status conferences with the Court to be held on or about March 5, 2012, October 15, 2012, February 4, 2013, August 5, 2013, and December 16, 2013, or such other dates as may be set by the Court.

8. Coordination with the Individual Actions

All discovery in this class action shall be coordinated with the individual actions. The parties, and counsel for the parties in the individual actions, shall enter into a stipulation providing for the coordination of discovery and the arrangements therefor.

9. Trial

The action will be ready for trial sixty (60) days after the completion of expert discovery or resolution of any dispositive motions, whichever is later, or as set by the Court. The parties do not consent to the trial being conducted by a Magistrate Judge. At present, the trial will be to a jury. The length of the trial is estimated to be six (6) weeks.

DATED: December 16, 2011

Respectfully submitted,

By: s/ Salvatore J. Graziano
Salvatore J. Graziano
William C. Fredericks
**BERNSTEIN LITOWITZ BERGER
& GROSSMANN LLP**
1285 Avenue of the Americas
New York, NY 10019
Tel.: (212) 554-1400
Fax: (212) 554-1444

By: s/ David A.P. Brower
David A.P. Brower
Daniel I. Wolf
BROWER PIVEN
A Professional Corporation
488 Madison Avenue, 8th Floor
New York, NY 10022
Tel.: (212) 501-9000
Fax: (212) 501-0300

By: s/ Richard H. Weiss
Richard H. Weiss
Matthew A. Kupillas
MILBERG LLP
One Pennsylvania Plaza
New York, NY 10119
Tel.: (212) 594-5300
Fax: (212) 868-1229

By: s/ Jules Brody
Jules Brody
Mark Levine
STULL, STULL & BRODY
6 East 45th Street
New York, NY 10017
Tel.: (212) 687-7230
Fax: (212) 490-2022

Plaintiffs' Co-Lead Counsel

BRICKFIELD & DONAHUE
70 Grand Avenue
River Edge, NJ 07661
Tel.: (201) 258-3984
Fax: (201) 488-9559

**CARELLA, BYRNE, BAIN, GILFILLAN,
CECCHI, STEWART & OLSTEIN**
5 Becker Farm Road
Roseland, NJ 07068
Tel.: (973) 994-1700
Fax: (973) 994-1744

**DECOTIIS, FITZPATRICK, COLE &
WISLER LLP**
Glenpointe Centre West
500 Frank W. Burr Boulevard
Teaneck, NJ 07666
Tel.: (201) 928-1100
Fax.: (201) 928-0588

Plaintiffs' Co-Liaison Counsel

DATED: December 16, 2011

CRAVATH, SWAINE & MOORE LLP

By: s/ Evan R. Chesler

Evan R. Chesler
Robert H. Baron
Karin A. DeMasi
Worldwide Plaza
825 Eighth Avenue
New York, NY 10019-7475
(212) 474-1000

HUGHES HUBBARD & REED LLP

William R. Stein
Eric S. Parnes
1775 I Street, N.W.
Washington, DC 20006-2401
(202) 721-4600

*Counsel for Defendants Merck & Co., Inc.,
Raymond V. Gilmartin, Peter S. Kim, Alise S.
Reicin, Judy C. Lewent, Kenneth C. Frazier,
Richard C. Henriques, Jr., David Anstice, Per
Wold-Olsen, Lawrence A. Bossidy, William G.
Bowen, Johnnetta B. Cole, Niall FitzGerald,
William B. Harrison, Jr., William N. Kelley,
Heidi G. Miller, Thomas E. Shenk, Anne M.
Tatlock and Samuel O. Thier*

DATED: December 16, 2011

SCHULTE ROTH & ZABEL LLP

By: s/ Martin L. Perschetz

Martin L. Perschetz

Sung-Hee Suh

William H. Gussman, Jr.

919 Third Avenue

New York, NY 10022

(212) 756-2000

Counsel for Defendant Edward M. Scolnick

SO ORDERED

_____, 2011

Hon. Michael A. Shipp
United States Magistrate Judge